

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Obj. Deadline: January 11, 2024 at 4:00 p.m. ET

**THIRTEENTH MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023**

| | |
|--|--|
| Name of Applicant | Sullivan & Cromwell LLP |
| Authorized to Provide Professional Services to: | the Debtors and Debtors-in-Possession |
| Date of Retention: | January 20, 2023 <i>nunc pro tunc</i> to November 11, 2022 |
| Period for which compensation and reimbursement is sought: | November 1, 2023 through November 30, 2023 |
| Amount of Compensation sought as actual, reasonable and necessary: | \$10,370,698.80 |
| 80% of Compensation sought as actual, reasonable and necessary: | \$8,296,559.04 |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$20,859.12 |

This is a(n) ☒ monthly ____ interim ____ final application. No prior application has been filed with respect to this Fee Period.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

PRIOR MONTHLY FEE STATEMENTS FILED

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees ² | Approved Expenses ³ |
|------------|---|-----------------|--------------------|----------------------------|--------------------------------|
| 02/07/2023 | 11/12/2022-11/30/2022 | \$9,529,535.50 | \$105,053.32 | \$7,623,628.40 | \$105,053.32 |
| 02/14/2023 | 12/01/2022-12/31/2022 | \$15,407,509.50 | \$134,311.31 | \$12,326,007.60 | \$134,311.31 |
| 03/06/2023 | 01/01/2023-01/31/2023 | \$16,855,264.80 | \$44,462.04 | \$13,484,211.84 | \$44,462.04 |
| 03/17/2023 | 11/11/2022-01/31/2023 (First Interim Fee Application) | \$41,792,309.80 | \$283,826.67 | \$41,142,309.80 | \$276,737.79 |
| 04/04/2023 | 02/01/2023-02/28/2023 | \$13,451,559.90 | \$81,837.95 | \$10,761,247.92 | \$81,837.95 |
| 04/28/2023 | 03/01/2023-03/31/2023 | \$14,061,020.70 | \$83,721.83 | \$11,248,816.56 | \$83,721.83 |
| 06/01/2023 | 04/01/2023-04/30/2023 | \$9,980,289.00 | \$18,841.16 | \$7,984,231.20 | \$18,841.16 |
| 06/15/2023 | 02/01/2023-04/30/2023 (Second Interim Fee Application) | \$37,492,869.60 | \$184,400.94 | \$36,942,869.60 | \$184,400.94 |
| 07/01/2023 | 05/01/2023-05/31/2023 | \$11,493,062.50 | \$25,555.17 | \$9,194,450.00 | \$25,555.17 |
| 08/01/2023 | 06/01/2023-06/31/2023 | \$10,734,782.10 | \$20,948.35 | \$8,587,825.68 | \$20,948.35 |
| 08/30/2023 | 07/01/2023-07/31/2023 | \$9,483,455.00 | \$14,782.07 | \$7,586,764.00 | \$14,782.07 |
| 09/15/2023 | 05/01/2023-07/31/2023 (Third Interim Fee Application) | \$32,315,409.10 | \$60,438.89 | \$31,730,409.10 | \$0.00 |
| 09/29/2023 | 08/01/2023-08/31/2023 | \$9,482,520.00 | \$14,782.07 | \$7,586,016.00 | \$14,782.07 |
| 10/31/2023 | 09/01/2023-09/30/2023 | \$10,453,718.50 | \$16,462.75 | \$8,362,974.80 | \$16,462.75 |
| 11/30/2023 | 10/01/2023-10/31/2023 | \$11,823,286.20 | \$33,651.98 | \$9,458,628.96 | \$33,651.98 |
| 12/15/2023 | 08/01/2023-10/31/2023 (Fourth Interim Fee Application) | \$31,759,524.70 | \$64,896.80 | N/A | N/A |

**SUMMARY OF BILLING BY PROFESSIONAL
NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023**

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|----------------------|----------|-------------------|-------------------------------|-------------|--------------------|--------------------|
| Ansari, Mehdi | Partner | 2009 | 2008 | \$2,165.00 | 17.00 | \$36,805.00 |
| Bander, Jeannette E. | Partner | 2012 | 2011 | \$2,135.00 | 9.40 | \$20,069.00 |
| Beatty, Chris | Partner | 2005 | 2004 | \$2,165.00 | 27.80 | \$60,187.00 |

² Approved fees for the monthly fee statements reflect the approved monthly amounts at 80% of requested fees. Approved fees for the first interim fee application reflect any reduction agreed upon by S&C, the U.S. Trustee and Fee Examiner.

³ Approved expenses for the monthly fee statements reflect the approved monthly amounts at 100% of requested expenses. Approved expenses for the first interim fee application reflect any reduction agreed upon by S&C, the U.S. Trustee and Fee Examiner.

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|------------------------------|------------|-------------------|-------------------------------|--------------|--------------------|-----------------------|
| Birke, Max | Partner | 2000 | 2001 | \$2,165.00 | 0.30 | \$649.50 |
| Blackmore, Vanessa K. | Partner | 1989 | 1985 | \$2,165.00 | 0.80 | \$1,732.00 |
| Bromley, James L. | Partner | 1990 | 1989 | \$1,083.00** | 9.00 | \$9,747.00 |
| Bromley, James L. | Partner | 1990 | 1989 | \$2,165.00 | 56.20 | \$121,673.00 |
| Cohen, Audra D. | Partner | 1993 | 1992 | \$2,165.00 | 37.70 | \$81,620.50 |
| Croke, Jacob M. | Partner | 2011 | 2010 | \$2,165.00 | 181.00 | \$391,865.00 |
| de Vito Piscicelli, Oderisio | Partner | 1998 | 1997 | \$2,165.00 | 56.30 | \$121,889.50 |
| DeCamp, Justin J. | Partner | 2006 | 2005 | \$2,165.00 | 35.00 | \$75,775.00 |
| Dietderich, Andrew G. | Partner | 1997 | 1995 | \$1,083.00** | 4.50 | \$4,873.50 |
| Dietderich, Andrew G. | Partner | 1997 | 1995 | \$2,165.00 | 100.70 | \$218,015.50 |
| Dunne, Christopher J. | Partner | 2006 | 2005 | \$2,165.00 | 127.30 | \$275,604.50 |
| Ehrenberg, Stephen | Partner | 2003 | 2002 | \$2,165.00 | 75.30 | \$163,024.50 |
| Eitel, Mitchell S. | Partner | 1988 | 1987 | \$2,165.00 | 0.70 | \$1,515.50 |
| Friedlander, Nicole | Partner | 2002 | 2001 | \$2,165.00 | 9.20 | \$19,918.00 |
| Gilberg, David J. | Partner | 1981 | 1981 | \$2,165.00 | 8.80 | \$19,052.00 |
| Glueckstein, Brian D. | Partner | 2004 | 2003 | \$1,083.00** | 2.30 | \$2,490.90 |
| Glueckstein, Brian D. | Partner | 2004 | 2003 | \$2,165.00 | 165.10 | \$357,441.50 |
| Hariton, David P. | Partner | 1986 | 1982 | \$2,165.00 | 75.00 | \$162,375.00 |
| Hatano, Keiji | Partner | 2000 | 2000 | \$2,165.00 | 1.30 | \$2,814.50 |
| Hochberg, Jeffrey D. | Partner | 1996 | 1995 | \$2,165.00 | 1.20 | \$2,598.00 |
| Holley, Steven L. | Partner | 1984 | 1983 | \$2,165.00 | 7.60 | \$16,454.00 |
| Howard, Christopher J. | Partner | 1996 | 1991 | \$2,165.00 | 20.50 | \$44,382.50 |
| Jones, Craig | Partner | 1996 | 1996 | \$2,165.00 | 3.60 | \$7,794.00 |
| Kranzley, Alexa J. | Partner | 2009 | 2008 | \$928.00** | 1.30 | \$1,206.40 |
| Kranzley, Alexa J. | Partner | 2009 | 2008 | \$1,855.00 | 167.30 | \$310,341.50 |
| Levin, Sharon Cohen | Partner | 1985 | 1985 | \$2,165.00 | 13.20 | \$28,578.00 |
| Lewis, Anthony J. | Partner | 2004 | 2003 | \$2,165.00 | 64.70 | \$140,075.50 |
| Li, Ken | Partner | 2014 | 2013 | \$1,850.00 | 9.90 | \$18,315.00 |
| Lloyd, Colin D. | Partner | 2008 | 2007 | \$2,165.00 | 4.40 | \$9,526.00 |
| Lloyd, Jameson S. | Partner | 2014 | 2013 | \$1,850.00 | 8.30 | \$15,355.00 |
| McArthur, Kathleen S. | Partner | 2008 | 2007 | \$2,165.00 | 0.80 | \$1,732.00 |
| McDonald, James M. | Partner | 2008 | 2007 | \$2,165.00 | 1.80 | \$3,897.00 |
| Menillo, Nicholas F. | Partner | 2013 | 2012 | \$2,030.00 | 5.10 | \$10,353.00 |
| O'Neill, Rita-Anne | Partner | 2004 | 2004 | \$2,165.00 | 8.10 | \$17,536.50 |
| Ostrager, Ann-Elizabeth | Partner | 2011 | 2009 | \$2,165.00 | 0.10 | \$216.50 |
| Peikin, Steven R. | Partner | 1992 | 1991 | \$2,165.00 | 5.70 | \$12,340.50 |
| Schollmeyer, Mario | Partner | 2012 | 2014 | \$1,595.00 | 24.70 | \$39,396.50 |
| Simmons, Rebecca J. | Partner | 1992 | 1991 | \$2,165.00 | 0.40 | \$866.00 |
| Simpson, Evan S. | Partner | 2011 | 2010 | \$2,165.00 | 88.80 | \$192,252.00 |
| Wertheim, Frederick | Partner | 1988 | 1987 | \$2,165.00 | 3.90 | \$8,443.50 |
| Wheeler, Stephanie G. | Partner | 1994 | 1993 | \$1,083.00** | 5.50 | \$5,956.50 |
| Wheeler, Stephanie G. | Partner | 1994 | 1993 | \$2,165.00 | 105.10 | \$227,541.50 |
| Partner Total | | | | | 1,552.70 | \$3,264,295.30 |
| Leventhal, Shari D. | Of Counsel | 1989 | 1988 | \$2,165.00 | 0.50 | \$1,082.50 |
| Tomaino Jr., Michael T. | Of Counsel | 1990 | 1989 | \$2,165.00 | 39.10 | \$84,651.50 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|---|-------------------------|-------------------|-------------------------------|-------------|--------------------|---------------------|
| Beller, Benjamin S. | Special Counsel | 2014 | 2013 | \$1,575.00 | 74.70 | \$117,652.50 |
| Goldberg, Wendy M. | Special Counsel | 2002 | 2000 | \$1,750.00 | 0.20 | \$350.00 |
| Harsch, Bradley A. | Special Counsel | 1998 | 1998 | \$1,790.00 | 160.20 | \$286,758.00 |
| Logan, Ryan P. | Special Counsel | 2007 | 2007 | \$1,790.00 | 60.20 | \$107,758.00 |
| Long, Sarah Remmer | Special Counsel | 2015 | 2014 | \$1,575.00 | 1.90 | \$2,992.50 |
| Mehta, Nirav N. | Special Counsel | 2012 | 2011 | \$1,825.00 | 9.30 | \$16,972.50 |
| O'Reilly, Brian P. | Special Counsel | 2003 | 2002 | \$1,750.00 | 4.90 | \$8,575.00 |
| Queen, Eric H. | Special Counsel | 1977 | 1976 | \$1,790.00 | 0.60 | \$1,074.00 |
| Russell, Tracey E. | Special Counsel | 2002 | 2001 | \$1,750.00 | 1.70 | \$2,975.00 |
| Sedlak, Jonathan M. | Special Counsel | 2005 | 2004 | \$1,575.00 | 42.30 | \$66,622.50 |
| Smith, Bradley P. | Special Counsel | 1998 | 1997 | \$1,790.00 | 1.90 | \$3,401.00 |
| Su, Lester | Special Counsel | 2010 | 2010 | \$1,595.00 | 7.10 | \$11,324.50 |
| Sutton, Jennifer L. | Special Counsel | 2004 | 2004 | \$1,790.00 | 3.90 | \$6,981.00 |
| Wagener, William H. | Special Counsel | 2004 | 2003 | \$1,575.00 | 26.40 | \$41,580.00 |
| Yeagan, Shane R. | Special Counsel | 2014 | 2013 | \$1,575.00 | 13.10 | \$20,632.50 |
| Of Counsel & Special Counsel Total | | | | | 448.00 | \$781,383.00 |
| Carrier, Rita M. | Practice Area Associate | 1984 | 1984 | \$1,365.00 | 32.50 | \$44,362.50 |
| Jeapes, Esther S. | Practice Area Associate | 1995 | 1995 | \$1,390.00 | 1.50 | \$2,085.00 |
| Xiang, Shihui | Practice Area Associate | 2020 | 2019 | \$810.00 | 23.40 | \$18,954.00 |
| Andrews, Eric T. | Associate | 2018 | 2019 | \$1,365.00 | 15.00 | \$20,475.00 |
| Barnes, Grier E. | Associate | 2022 | 2021 | \$1,205.00 | 45.50 | \$54,827.50 |
| Bauer, Phinneas G. | Associate | in process | 2023 | \$775.00 | 30.40 | \$23,560.00 |
| Bennett, Mark C. | Associate | 2018 | 2017 | \$1,440.00 | 135.60 | \$195,264.00 |
| Blaisdell, Jackson T. | Associate | 2023 | 2023 | \$775.00 | 75.70 | \$58,667.50 |
| Brod, Andrew B. | Associate | 2023 | 2022 | \$960.00 | 38.90 | \$37,344.00 |
| Capogna, Alexander H. | Associate | 2021 | 2020 | \$1,310.00 | 8.10 | \$10,611.00 |
| Chen, Kelly | Associate | in process | 2023 | \$775.00 | 18.90 | \$14,647.50 |
| Ciafone, Jacob W. | Associate | in process | 2023 | \$775.00 | 140.00 | \$108,500.00 |
| Cockle, Hannah | Associate | 2021 | 2021 | \$1,205.00 | 3.90 | \$4,699.50 |
| Courroy, Arthur D. | Associate | 2023 | 2022 | \$960.00 | 37.00 | \$35,520.00 |
| De Vries, Saskia E.L. | Associate | in process | 2023 | \$775.00 | 116.90 | \$90,597.50 |
| Donnelly, Kathleen T. | Associate | 2019 | 2018 | \$1,395.00 | 42.60 | \$59,427.00 |
| Erdogan, Batuhan | Associate | in process | 2023 | \$775.00 | 79.30 | \$61,457.50 |
| Flegenheimer, Zoeth M. | Associate | 2019 | 2018 | \$1,395.00 | 54.30 | \$75,748.50 |
| Fradin, Daniel E. | Associate | 2023 | 2022 | \$960.00 | 52.00 | \$49,920.00 |
| Friedman, Mitchell N. | Associate | 2019 | 2018 | \$1,395.00 | 93.80 | \$130,851.00 |
| Fulton, Sean P. | Associate | 2016 | 2016 | \$738.00** | 7.50 | \$5,535.00 |
| Fulton, Sean P. | Associate | 2016 | 2016 | \$1,475.00 | 77.80 | \$114,755.00 |
| Gambino, Dominick T. | Associate | 2023 | 2022 | \$960.00 | 1.30 | \$1,248.00 |
| Goldman, Jessica H. | Associate | 2020 | 2019 | \$1,365.00 | 112.70 | \$153,835.50 |
| Greene, Brett M. | Associate | in process | 2023 | \$775.00 | 8.10 | \$6,277.50 |
| Grimm, Manon P. | Associate | 2018 | 2018 | \$1,365.00 | 1.00 | \$1,365.00 |
| Haase, Michael A. | Associate | 2021 | 2017 | \$1,440.00 | 2.90 | \$4,176.00 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|--------------------------|-----------|-------------------|-------------------------------|-------------|--------------------|--------------------|
| Han, Yaqi | Associate | 2020 | 2019 | \$1,365.00 | 233.60 | \$318,864.00 |
| Handelsman, Dylan M. | Associate | 2019 | 2018 | \$1,395.00 | 47.90 | \$66,820.50 |
| Hearn, Zachary W.M. | Associate | 2021 | 2020 | \$1,310.00 | 26.50 | \$34,715.00 |
| Hill, Tyler W. | Associate | 2017 | 2016 | \$1,475.00 | 24.00 | \$35,400.00 |
| Hisarli, M. Devin | Associate | 2023 | 2022 | \$960.00 | 1.10 | \$1,056.00 |
| Hodges, Christian T. | Associate | 2023 | 2022 | \$960.00 | 180.60 | \$173,376.00 |
| Holland, Alexander S. | Associate | 2021 | 2020 | \$1,310.00 | 78.10 | \$102,311.00 |
| Kapoor, Julie G. | Associate | 2018 | 2016 | \$1,440.00 | 48.60 | \$69,984.00 |
| Kerin, Meaghan Chas | Associate | 2019 | 2018 | \$1,395.00 | 22.10 | \$30,829.50 |
| Kewlani, Kanishka | Associate | in process | 2023 | \$775.00 | 118.20 | \$91,605.00 |
| Kim, HyunKyu | Associate | 2022 | 2020 | \$1,310.00 | 80.20 | \$105,062.00 |
| Kyle, J. Carrington | Associate | 2023 | 2023 | \$775.00 | 12.30 | \$9,532.50 |
| Lavin, Phoebe A. | Associate | 2023 | 2022 | \$960.00 | 90.30 | \$86,688.00 |
| Lee, Jinny | Associate | 2023 | 2022 | \$960.00 | 13.50 | \$12,960.00 |
| Lee, Patrick D. | Associate | 2023 | 2022 | \$960.00 | 6.60 | \$6,336.00 |
| Levin, Elizabeth D. | Associate | 2021 | 2020 | \$1,310.00 | 42.00 | \$55,020.00 |
| Levin, Lana V. | Associate | 2023 | 2022 | \$960.00 | 9.10 | \$8,736.00 |
| Levine, Aaron M. | Associate | 2018 | 2014 | \$1,440.00 | 128.70 | \$185,328.00 |
| Li, Alexandra | Associate | 2023 | 2023 | \$775.00 | 59.90 | \$46,422.50 |
| Li, Samantha | Associate | 2022 | 2021 | \$1,205.00 | 3.00 | \$3,615.00 |
| Lim, KJ | Associate | 2019 | 2018 | \$1,395.00 | 47.60 | \$66,402.00 |
| Liu, Sienna | Associate | 2021 | 2020 | \$1,310.00 | 3.70 | \$4,847.00 |
| Ljustina, Jessica | Associate | 2022 | 2021 | \$1,205.00 | 1.00 | \$1,205.00 |
| Loh, Esther L.S. | Associate | 2023 | 2022 | \$960.00 | 0.10 | \$96.00 |
| Lu, Robert C. | Associate | 2023 | 2022 | \$960.00 | 12.60 | \$12,096.00 |
| MacDonald, Jeffrey W. | Associate | 2018 | 2017 | \$1,440.00 | 44.20 | \$63,648.00 |
| Mandel, Robert H. | Associate | in process | 2023 | \$775.00 | 14.90 | \$11,547.50 |
| Masoudi, Yasmin | Associate | 2023 | 2022 | \$960.00 | 6.10 | \$5,856.00 |
| Materni, Michele C. | Associate | 2017 | 2016 | \$1,475.00 | 62.40 | \$92,040.00 |
| Mayberry, Keila M. | Associate | 2023 | 2022 | \$960.00 | 164.00 | \$157,440.00 |
| Mazumdar, Aneesa | Associate | 2023 | 2022 | \$960.00 | 134.70 | \$129,312.00 |
| Mazzarelli, Samantha M. | Associate | in process | 2023 | \$775.00 | 166.20 | \$128,805.00 |
| McEvoy, Ryan C. | Associate | 2022 | 2021 | \$1,205.00 | 0.20 | \$241.00 |
| McLaughlin, Catherine R. | Associate | 2020 | 2020 | \$1,310.00 | 23.70 | \$31,047.00 |
| Middleditch, Hattie R. | Associate | 2014 | 2017 | \$1,440.00 | 14.00 | \$20,160.00 |
| Miller, Nicole A. | Associate | 2023 | 2022 | \$960.00 | 10.40 | \$9,984.00 |
| Millet, Tatum E. | Associate | 2023 | 2022 | \$960.00 | 61.80 | \$59,328.00 |
| Minore, Alexander L. | Associate | 2019 | 2019 | \$1,365.00 | 1.60 | \$2,184.00 |
| Mishkin, Sarah H. | Associate | 2019 | 2018 | \$1,395.00 | 1.10 | \$1,534.50 |
| Ninivaggi, Jane V. | Associate | in process | 2023 | \$775.00 | 98.60 | \$76,415.00 |
| O'Hara, Daniel P. | Associate | 2021 | 2020 | \$1,310.00 | 149.20 | \$195,452.00 |
| Opris, Gabriel | Associate | 2019 | 2019 | \$1,365.00 | 1.10 | \$1,501.50 |
| Pacia, Gabrielle N. | Associate | 2021 | 2020 | \$1,310.00 | 8.80 | \$11,528.00 |
| Pan, Yinran | Associate | 2022 | 2021 | \$1,205.00 | 15.30 | \$18,436.50 |
| Paranyuk, Julia E. | Associate | 2023 | 2021 | \$1,205.00 | 21.70 | \$26,148.50 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|------------------------|-----------|-------------------|-------------------------------|-------------|--------------------|-----------------------|
| Patton, James A. | Associate | 2022 | 2021 | \$1,205.00 | 34.10 | \$41,090.50 |
| Plamondon, Marie-Eve | Associate | 2020 | 2019 | \$1,365.00 | 1.60 | \$2,184.00 |
| Polanun, Jean | Associate | in process | 2023 | \$775.00 | 21.50 | \$16,662.50 |
| Profeta, Stephen J. | Associate | 2022 | 2021 | \$1,205.00 | 12.10 | \$14,580.50 |
| Rosenfeld, Jared H. | Associate | 2019 | 2018 | \$1,395.00 | 194.50 | \$271,327.50 |
| Rosenthal, Samantha B. | Associate | 2022 | 2020 | \$1,310.00 | 51.60 | \$67,596.00 |
| Ross, Luke W. | Associate | 2023 | 2022 | \$960.00 | 49.50 | \$47,520.00 |
| Ruan, Ting | Associate | 2023 | 2022 | \$960.00 | 5.10 | \$4,896.00 |
| Sadat, Medina M. | Associate | 2021 | 2020 | \$1,310.00 | 1.40 | \$1,834.00 |
| Scales, Manon T. | Associate | 2016 | 2016 | \$1,475.00 | 1.00 | \$1,475.00 |
| Schutt, Robert P. | Associate | 2023 | 2022 | \$960.00 | 9.50 | \$9,120.00 |
| Schwartz, Maxwell E. | Associate | 2020 | 2019 | \$1,365.00 | 11.60 | \$15,834.00 |
| Setren, Kira R. | Associate | in process | 2023 | \$775.00 | 94.30 | \$73,082.50 |
| Sgobbo, Joy M. | Associate | in process | 2023 | \$775.00 | 6.70 | \$5,192.50 |
| Shehada, Emile R. | Associate | 2023 | 2022 | \$480.00** | 4.90 | \$2,352.00 |
| Shehada, Emile R. | Associate | 2023 | 2022 | \$960.00 | 69.90 | \$67,104.00 |
| Shure, Harrison B. | Associate | in process | 2023 | \$775.00 | 145.20 | \$112,530.00 |
| Simpson, James G. | Associate | 2017 | 2016 | \$1,475.00 | 4.10 | \$6,047.50 |
| Strand, Matthew L. | Associate | 2020 | 2020 | \$1,310.00 | 26.80 | \$35,108.00 |
| Thompson, Andrew A. | Associate | 2021 | 2018 | \$1,395.00 | 2.80 | \$3,906.00 |
| Toobin, Adam J. | Associate | 2023 | 2022 | \$960.00 | 17.20 | \$16,512.00 |
| Vickers, Michelle A. | Associate | 2015 | 2015 | \$1,475.00 | 1.20 | \$1,770.00 |
| Wadhawan, Subhah | Associate | in process | 2023 | \$775.00 | 52.80 | \$40,920.00 |
| Wang, Lisa V. | Associate | in process | 2023 | \$775.00 | 51.90 | \$40,222.50 |
| Weinberg Crocco, Fabio | Associate | 2011 | 2017 | \$1,440.00 | 121.30 | \$174,672.00 |
| Wiltse, Aaron J. | Associate | 2018 | 2017 | \$1,440.00 | 74.50 | \$107,280.00 |
| Wu, Mimi | Associate | 2016 | 2015 | \$1,475.00 | 66.40 | \$97,940.00 |
| Xu, Sam | Associate | in process | 2023 | \$775.00 | 108.20 | \$83,855.00 |
| Yu, Meng | Associate | 2021 | 2020 | \$1,310.00 | 77.60 | \$101,656.00 |
| Zahn, Arnold | Associate | 2023 | 2023 | \$775.00 | 120.00 | \$93,000.00 |
| Zonenshayn, Benjamin | Associate | 2023 | 2022 | \$960.00 | 91.40 | \$87,744.00 |
| Cuesta Garayoa, Álvaro | Associate | 2020 | 2019 | \$775.00 | 44.80 | \$34,720.00 |
| Associate Total | | | | | 5,123.40 | \$5,636,360.50 |
| Lawyers Total | | | | | 7,124.10 | \$9,682,038.80 |
| Dittrich, Jakob | Intern | | | \$195.00 | 2.30 | \$448.50 |
| Atamian, Stepan G. | Paralegal | | | \$530.00 | 0.10 | \$53.00 |
| Baldini, Michael X. | Paralegal | | | \$0.00* | 20.10 | \$0.00 |
| Bjarnason, Maxim H. | Paralegal | | | \$425.00 | 12.40 | \$5,270.00 |
| Bowden, Karen E. | Paralegal | | | \$0.00* | 1.90 | \$0.00 |
| Chen, Sophia | Paralegal | | | \$0.00* | 21.40 | \$0.00 |
| Chen, Sophia | Paralegal | | | \$595.00 | 20.20 | \$12,019.00 |
| Ghatalia, Priyanka R. | Paralegal | | | \$0.00* | 37.50 | \$0.00 |
| Kopp, Emily A. | Paralegal | | | \$0.00* | 24.60 | \$0.00 |
| Ontiveros, Virginia E. | Paralegal | | | \$0.00* | 29.40 | \$0.00 |
| Purcell, Halloran N. | Paralegal | | | \$530.00 | 2.70 | \$1,431.00 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|-------------------------|----------------------------|-------------------|-------------------------------|-------------|--------------------|--------------------|
| Pytosh, Jordan A. | Paralegal | | | \$0.00* | 31.60 | \$0.00 |
| Rosario, Dario A. | Paralegal | | | \$595.00 | 1.20 | \$714.00 |
| Rosen, Celia S. | Paralegal | | | \$0.00* | 23.20 | \$0.00 |
| Rosen, Celia S. | Paralegal | | | \$425.00 | 2.70 | \$1,147.50 |
| Schlossberg, Harrison | Paralegal | | | \$530.00 | 19.20 | \$10,176.00 |
| Shahnazary, Victoria G. | Paralegal | | | \$530.00 | 5.50 | \$2,915.00 |
| Smusz, Nicholas | Paralegal | | | \$0.00* | 29.70 | \$0.00 |
| Vasylyk, Natalia | Paralegal | | | \$0.00* | 7.90 | \$0.00 |
| Vasylyk, Natalia | Paralegal | | | \$530.00 | 0.50 | \$265.00 |
| West, Molly E. | Paralegal | | | \$530.00 | 14.50 | \$7,685.00 |
| Wiley, Jack T. | Paralegal | | | \$0.00* | 25.10 | \$0.00 |
| Wiley, Jack T. | Paralegal | | | \$530.00 | 2.00 | \$1,060.00 |
| Williams, Thursday K. | Paralegal | | | \$425.00 | 7.00 | \$2,975.00 |
| Abad, Bonifacio J. | Legal Analyst - Litigation | | | \$595.00 | 133.20 | \$79,254.00 |
| Ahmed, Fareed | Legal Analyst - Litigation | | | \$595.00 | 72.70 | \$43,256.50 |
| Arebamen, Ehi G. | Legal Analyst - Litigation | | | \$595.00 | 60.80 | \$36,176.00 |
| Dilone, Jenna | Legal Analyst - Litigation | | | \$595.00 | 49.30 | \$29,333.50 |
| Fukui, Terry M. | Legal Analyst - Litigation | | | \$0.0*0 | 19.30 | \$0.00 |
| Fukui, Terry M. | Legal Analyst - Litigation | | | \$595.00 | 30.60 | \$18,207.00 |
| Harris-Cox, Dawn A. | Legal Analyst - Litigation | | | \$595.00 | 35.50 | \$21,122.50 |
| Hazard, Joshua M. | Legal Analyst - Litigation | | | \$595.00 | 101.00 | \$60,095.00 |
| Hewitson, Sally | Legal Analyst - Litigation | | | \$595.00 | 83.20 | \$49,504.00 |
| Koveshnikoff, Serge N. | Legal Analyst - Litigation | | | \$595.00 | 91.20 | \$54,264.00 |
| Perry, Robin | Legal Analyst - Litigation | | | \$595.00 | 115.60 | \$68,782.00 |
| Ragnanan, Nicolette S. | Legal Analyst - Litigation | | | \$595.00 | 42.60 | \$25,347.00 |
| Samuel, Dawn C. | Legal Analyst - Litigation | | | \$595.00 | 181.10 | \$107,754.50 |
| Zhong, Shan | Legal Analyst - Litigation | | | \$0.00* | 34.40 | \$0.00 |
| McMahon, Mary R. | Legal Analyst - Discovery | | | \$595.00 | 26.00 | \$15,470.00 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|----------------------------------|----------------------|-------------------|-------------------------------|-------------|--------------------|------------------------|
| Fanning, Carrie R. | Electronic Discovery | | | \$550.00 | 4.10 | \$2,255.00 |
| Gilday, Joseph F. | Electronic Discovery | | | \$550.00 | 23.90 | \$13,145.00 |
| Hosseini, Saud M. | Electronic Discovery | | | \$550.00 | 3.30 | \$1,815.00 |
| Mian, Ahmed A. | Electronic Discovery | | | \$550.00 | 1.40 | \$770.00 |
| Newman, Eric M. | Electronic Discovery | | | \$550.00 | 3.90 | \$2,145.00 |
| Walther, Wayne M. | Electronic Discovery | | | \$550.00 | 3.80 | \$2,090.00 |
| Wolowski, Nicholas D. | Electronic Discovery | | | \$550.00 | 11.20 | \$6,160.00 |
| Ybanez, Jecamiah M. | Electronic Discovery | | | \$490.00 | 5.50 | \$2,695.00 |
| Yim, Eileen Y. L. | Electronic Discovery | | | \$550.00 | 5.20 | \$2,860.00 |
| Non Legal Personnel Total | | | | | 1,481.50 | \$688,660.00 |
| GRAND TOTAL | | | | | 8,605.60 | \$10,370,698.80 |

* Zero rate appears wherever no fee was charged for work.

** 50% rate appears where time is charged for non-working travel.

Blended Hourly Rate: \$1,205.11

STATEMENT OF FEES BY PROJECT CATEGORY⁴
NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023

| Project Name | Hours | Fee Amount |
|--|-----------------|------------------------|
| ASSET ANALYSIS AND RECOVERY | 351.90 | \$541,508.00 |
| ASSET DISPOSITION | 1,426.20 | \$1,913,811.50 |
| ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS | 0.70 | \$768.00 |
| AVOIDANCE ACTION ANALYSIS | 2,287.00 | \$2,860,168.00 |
| BUSINESS OPERATIONS | 122.40 | \$169,941.50 |
| CASE ADMINISTRATION | 29.40 | \$57,293.50 |
| CLAIMS ADMINISTRATION AND OBJECTIONS | 300.30 | \$334,505.50 |
| CORPORATE GOVERNANCE AND BOARD MATTERS | 40.80 | \$57,685.50 |
| EMPLOYEE BENEFITS AND PENSIONS | 54.90 | \$76,601.00 |
| EMPLOYMENT AND FEE APPLICATIONS (S&C) | 112.50 | \$142,526.00 |
| EMPLOYMENT AND FEE APPLICATIONS (OTHERS) | 28.50 | \$37,201.50 |
| FINANCING AND CASH COLLATERAL | - | \$0.00 |
| OTHER LITIGATION | 181.80 | \$297,603.00 |
| MEETINGS AND COMMUNICATIONS WITH CREDITORS | 30.80 | \$61,328.00 |
| NON-WORKING TRAVEL | 35.00 | \$32,161.30 |
| PLAN AND DISCLOSURE STATEMENT | 592.70 | \$706,083.50 |
| RELIEF FROM STAY AND ADEQUATE PROTECTION | 45.40 | \$66,567.50 |
| TAX | 241.80 | \$398,401.00 |
| VALUATION | - | \$0.00 |
| DISCOVERY | 1,137.60 | \$746,776.00 |
| HEARINGS | 28.90 | \$48,567.00 |
| FIRST AND SECOND DAY MOTIONS | 28.40 | \$59,679.00 |
| CLAIMS INVESTIGATION | - | \$0.00 |
| GENERAL INVESTIGATIONS | 181.00 | \$266,124.00 |
| SCHEDULES, SOFAS AND REPORTING | 3.10 | \$5,750.50 |
| OTHER MOTIONS/APPLICATIONS | 291.10 | \$402,672.50 |
| TIME ENTRY REVIEW | 306.10 | \$0.00 |
| BUDGETING | - | \$0.00 |
| GENERAL REGULATORY | 13.80 | \$22,379.00 |
| BAHAMAS MATTERS | 180.60 | \$231,759.00 |
| FOREIGN DEBTOR MATTERS | 202.60 | \$313,667.00 |
| COORDINATION WITH FOREIGN PROCEEDINGS | 27.80 | \$60,187.00 |
| COORDINATION WITH OTHER BANKRUPTCIES | 82.90 | \$100,603.50 |
| INVESTIGATIVE REPORTS | 3.00 | \$4,104.50 |
| CYBER ISSUES | 236.60 | \$354,275.50 |
| TOTAL | 8,605.60 | \$10,370,698.80 |

⁴ The subject matter of certain time entries may be appropriate for more than one project category. In such instances, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

| Disbursement Summary | |
|-----------------------------|--------------------|
| Expense Category | Amount |
| Repro - B&W Copies | \$121.30 |
| Repro - Color Copies | \$706.60 |
| Delivery/Courier | \$493.19 |
| Local Transportation | \$9,158.40 |
| Travel and expenses | \$6,598.71 |
| Meals - Overtime | \$3,040.00 |
| Filing Fees | \$12.72 |
| CT Corp/CSC | \$728.20 |
| TOTAL | \$20,859.12 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**THIRTEENTH MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM NOVEMBER 1, 2023 THROUGH AND INCLUDING NOVEMBER 30, 2023**

Sullivan & Cromwell LLP (“S&C”), counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this thirteenth monthly fee statement (this “Monthly Fee Statement”) for compensation for professional services rendered and expenses incurred for the period from November 1, 2023 through and including November 30, 2023 (the “Fee Period”). In support of the Monthly Fee Statement, S&C respectfully states as follows:

Background

1. On November 11 and November 14, 2022,² the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified,

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² November 11, 2022 is the petition date for all Debtors, except for Debtor West Realm Shires Inc.

the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases (the “Chapter 11 Cases”) was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] (the “Interim Compensation Order”).

3. On January 20, 2023 the Court entered the *Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* [D.I. 553] authorizing the retention and employment of S&C as the Debtors’ counsel, *nunc pro tunc* to November 11, 2022.

4. On March 8, 2023, the Court entered the *Order (I) Appointing Fee Examiner and (II) Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* [D.I. 834] appointing Katherine Stadler (the “Fee Examiner”) to serve as the fee examiner in these Chapter 11 Cases and establishing certain procedures in connection therewith.

Relief Requested

5. By this Monthly Fee Statement and in accordance with the Interim Compensation Order, S&C makes this application for (i) allowance of compensation as an administrative expense of the Debtors’ estates in the amount of \$10,370,698.80 for reasonable and necessary professional services rendered, (ii) payment of compensation in the amount of

80% thereof (in the amount of \$8,296,559.04) and (iii) payment of \$20,859.12 for actual and necessary expenses incurred.

a. Compensation Requested

6. The services performed by S&C during the Fee Period represent one of the most complicated, multi-disciplinary exercises by any law firm in any area of law. S&C's work included assistance with:

- the investigation into the scope and nature of customer entitlements on the Petition Date and steps to resolving the myriad of novel issues in connection with plan formation;
- work on various corporate workstreams, including tax, intellectual property, asset security, human resources and global regulatory compliance;
- work in connection with disputes with the Joint Provisional Liquidators in both Australia and The Bahamas, including negotiations, drafting and preparation of potential global settlements;
- the collection and organization of voluminous corporate records across various traditional and non-traditional media of communications, the collection of materials for discovery, and thousands of hours coordinating responses to governmental and regulatory authorities;
- the provision of information to, and cooperation with requests by, global law enforcement in connection with pending criminal investigations and prosecutions;
- identification, and recovery of, of billions of dollars of liquid assets of the Debtors;
- the representation of the Debtors in four other large cryptocurrency chapter 11 cases—Voyager Digital, Celsius Networks, BlockFi and Genesis Digital (including settlement with Genesis Digital);
- ongoing discussions with the Committee and other creditor constituents;
- the commencement of a task force to consider long-term options for the FTX exchanges and related technology;
- the sales of various venture capital assets and other de minimis assets;

- discussions with the Committee, ad hoc committee and other interested parties regarding the chapter 11 plan and related issues;
- the preparation, negotiation and finalization of agreements and other documentation in connection with monetization of the Debtors' digital assets;
- the preparation, drafting and negotiation of the chapter 11 plan, the disclosure statement and solicitation procedures motion, including related notices and ballots;
- the preparation, drafting and filing of certain causes of action, including avoidance actions, against various parties and
- the preparation of investigative summaries and public disclosure materials, and related discussions with stakeholders.

Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by S&C with respect to the Chapter 11 Cases during the Fee Period. This detailed itemization complies with Local Rule 2016-2 in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth (1/10) of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

7. The timekeepers who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought by each category. All services for which S&C requests compensation were performed for, or on behalf of, the Debtors.

b. Expense Reimbursement

8. S&C incurred out-of-pocket expenses during the Fee Period in the amount of \$20,859.12. Attached hereto as Exhibit B is a description of the expenses actually incurred by S&C in the performance of services rendered as counsel to the Debtors. The expenses are

broken down into categories of charges, which may include, among other things, the following charges: printing, delivery services, transcripts, working meals, overtime or weekend travel, and other expenses.

9. In accordance with section 330 of the Bankruptcy Code, S&C seeks reimbursement only for the actual cost of such expenses to S&C. S&C submits that all such expenses incurred were customary, necessary and related to the Chapter 11 Cases and, by this Monthly Fee Statement, requests reimbursement of the same.

Valuation of Services

10. Professionals of S&C have expended a total of 8,605.60 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of the professionals providing services to the Debtors for the Fee Period is set forth in Exhibit A. The rates are S&C's normal hourly rates of compensation for work of this character in connection with Chapter 11 proceedings. The rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements. The reasonable value of the services rendered by S&C for the Fee Period as counsel for the Debtors in the Chapter 11 Cases is \$10,370,698.80.

12. S&C believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given the complexities of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of

such services, and the costs of comparable services other than in a case under this title.

Certificate of Compliance and Waiver

14. The undersigned representative of S&C certifies that he has reviewed the requirements of Local Rules 2016-2 and that the Monthly Fee Statement substantially complies with such rule. To the extent that the Monthly Fee Statement does not comply in all respects with the requirements of Local Rule 2016-2, S&C believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice and No Prior Request

15. Notice of this Monthly Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the Official Committee of Unsecured Creditors; (c) the Fee Examiner and (d) all parties required to be given notice in the Interim Compensation Order. S&C submits that no other or further notice is necessary.

16. No prior request for the relief sought in this Monthly Fee Statement has been made to this or any other Court.

WHEREFORE, S&C respectfully requests that the Bankruptcy Court (i) approve the Monthly Fee Statement and (ii) grant such further relief as is just and proper.

Dated: December 22, 2023
New York, NY

/s/ Andrew G. Dietderich

Andrew G. Dietderich
James L. Bromley
Brian D. Glueckstein
Alexa J. Kranzley
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Email: dietdericha@sullcrom.com
bromleyj@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com

Counsel to the Debtors and Debtors-in-Possession